

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

<b>BES ENTERPRISES, INC.</b>	)	<b>Civil Action No. 05-10477-GAO</b>
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>ASSENTED TO MOTION FOR ADMISSION</b>
	)	<b><u>PRO HAC VICE OF ROBERT B. LEVIN</u></b>
<b>RONY NATANZON, et al.</b>	)	
	)	
<b>Defendants.</b>	)	

Pursuant to Rule 83.5.3 of the United States District Court Local Rules for the District of Massachusetts, defendants Rony Natanzon, Vered Taylor, and ERN Acquisition, LLC (collectively, “Defendants”), by their undersigned counsel, move for an order permitting Robert B. Levin to appear on their behalf in the above-captioned case. The grounds for this Motion as set forth in the attached affidavit of Mr. Levin are:

1. Under Local Rule 85.5.3(b), a member of the bar of any United States District Court or bar of the highest court of any state who is (1) a member of the bar in good standing in every jurisdiction in which he has been admitted to practice, (2) has no disciplinary proceedings against him as a member of the bar in any jurisdiction, and (3) familiar with the Local Rules of the United States District Court for the District of Massachusetts, may appear, by permission of the Court, before this Court upon motion by a member of the bar of this Court.

2. Mr. Levin has been admitted to practice before the bar of the United States District Court for the District of Maryland (admitted in 1975), and the United States Court of Appeals for the Fourth Circuit (admitted in 1977). Mr. Levin has also been admitted to practice before the bar of the State of Maryland (admitted in 1974). Mr. Levin is a member in good standing in each jurisdiction in which he has been admitted to practice.

3. Mr. Levin has never been the subject of a professional disciplinary proceeding, and does not have any complaints or other proceedings pending against him before any disciplinary board, commission, court or bar association.

4. Mr. Levin is familiar with the Local Rules of the United States District Court for the District of Massachusetts.

5. Counsel for plaintiffs in the above-captioned matter, Brian W. LeClair, has assented to this Motion.

WHEREFORE, Defendants respectfully requests that this Court admit Attorney Robert B. Levin to practice *pro hac vice* before this Court for purposes of the above-captioned litigation.

Respectfully submitted,

RONY NATANZON, VERED TAYLOR and  
ERN ACQUISITION, LLC,

By their attorneys,

/s/ Erik P. Bartenhagen  
John P. Driscoll, Jr. (BBO #135360)  
Erik P. Bartenhagen (BBO #640003)  
Nutter, McClennen & Fish, LLP  
World Trade Center West  
155 Seaport Boulevard  
Boston, MA 02210  
(617) 439-2000

Dated: April 8, 2005

**LOCAL RULE 7.1 CERTIFICATION**

**I, Erik P. Bartenhagen, certify that by telephone on April 8, 2005, I conferred with Brian W. LeClair, Esq., counsel for plaintiff BES Enterprises, Inc., in a good faith effort to resolve or narrow the issues presented by this motion, and counsel for plaintiff has indicated that he assents to this motion.**

**/s/ Erik P. Bartenhagen**  
**Erik P. Bartenhagen**

**1417842.1**

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

BES ENTERPRISES, INC.

Plaintiff,

v.

RONY NATANZON, et al.

Defendants.

Civil Action No. 05-10477-GAO

**AFFIDAVIT OF ROBERT B. LEVIN IN  
SUPPORT OF ADMISSION *PRO HAC VICE***

I, Robert B. Levin, hereby depose and state as follows:

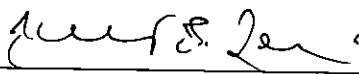
1. I am an attorney with the firm of Shapiro Sher Guinot & Sandler, 36 South Charles Street, Suite 2000, Baltimore, Maryland 21201, 410-385-0202. I make this affidavit in support of the accompanying motion for my admission *pro hac vice*. I have personal knowledge of each of the facts stated below.

2. I am a member in good standing of the bar of the United States District Court for the District of Maryland (admitted in 1975), and the United States Court of Appeals for the Fourth Circuit (admitted in 1977). I am also a member in good standing of the bar of the State of Maryland (admitted in 1974).

3. I have never been suspended or disbarred in any jurisdiction, nor have I been the subject of any professional disciplinary action, nor do I have any complaints or other proceedings pending against me before any disciplinary board, commission, court or bar association.

4. I am familiar with the Local Rules of the United States District Court for the District of Massachusetts.

SIGNED under the penalties of perjury this 6<sup>th</sup> day of April, 2005.

  
Robert B. Levin